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*Attorneys for Defendants SMART Technologies Inc.,  
David A. Martin, Nancy L. Knowlton, G.A. Fitch,  
Salim Nathoo, Arvind Sodhani, and Apax Partners*

[Counsel for Additional Parties  
Listed on Signature Page]

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

1 Pursuant to Civil Local Rule 6-2 and this Court's Standing Orders, Defendants SMART  
2 Technologies Inc., David A. Martin, Nancy L. Knowlton, G.A. Fitch, Salim Nathoo, Arvind  
3 Sodhani, Intel Corporation, Apax Partners, Morgan Stanley & Co. LLC (f/k/a Morgan Stanley &  
4 Co. Inc.), Deutsche Bank AG, and RBC Dominion Securities Inc. ("Defendants"), and Plaintiffs  
5 Thomas E. Harper and Dianne Keene ("Plaintiffs") (together, the "Parties"), by and through  
6 their respective counsel of record, hereby submit the following Stipulation and accompanying  
7 Declaration.

8 WHEREAS, the Parties' initial Case Management Conference is scheduled for February 9,  
9 2012;

10 WHEREAS, in accordance with the Court's Standing Orders, the Parties must jointly submit  
11 a Case Management Statement at least ten (10) days before the date of the Case Management  
12 Conference;

13 WHEREAS, on December 16, 2011, the Parties completed briefing on Defendants' Motion  
14 to Transfer this action or in the alternative Dismiss or Stay this action and Strike the Class  
15 Allegations;

16 WHEREAS, on December 16, 2011, the Parties completed briefing on Plaintiffs' Motion to  
17 Remand this action (together with Defendants' Motion, the "Motions");

18 WHEREAS, the Motions remain pending, with this Court scheduled to hear argument on the  
19 Motions on March 13, 2012 at 1:00 P.M.;

20 WHEREAS, the resolution of either or both of the Motions potentially will divest this Court  
21 of jurisdiction over the instant action;

22 WHEREAS, Plaintiffs and Defendants have conferred and agree that, under the  
23 circumstances, deferring the Case Management Conference and submission of a joint Case  
24 Management Statement until after the Court has resolved the Motions will conserve resources of the  
25 parties and this Court;

26 THEREFORE, Plaintiffs and Defendants, by and through their respective counsel, hereby  
27 stipulate as follows:

1. The Parties' initial Case Management Conference shall be rescheduled for a date after the Court's resolution of the Motions that is convenient to the Court;
  2. The Parties shall submit a joint Case Management Statement ten (10) days prior to the rescheduled date of the initial Case Management Conference.

DATED: January 27, 2012

SIDLEY AUSTIN LLP

By: /s/ Andrew W. Stern  
Andrew W. Stern

Attorneys for Defendants SMART  
TECHNOLOGIES INC., DAVID A. MARTIN,  
NANCY L. KNOWLTON, G.A. FITCH,  
SALIM NATHOO, ARVIND SODHANI, and  
APAX PARTNERS

DATED: January 27, 2012

## GIBSON, DUNN & CRUTCHER LLP

By: /s/ Paul J. Collins  
Paul J. Collins

DATED: January 27, 2012

MILBANK, TWEED, HADLEY  
& MCCLOY LLP

By: /s/ Jerry L. Marks  
Jerry L. Marks

DATED: January 27, 2012

SCOTT & SCOTT LLP

By: /s/ Anne L. Box  
Anne L. Box

Attorneys for Plaintiffs  
THOMAS E. HARPER and DIANNE KEENE

## **SIGNATURE ATTESTATION**

Pursuant to General Order No. 45(X)(B), I hereby attest that I have on file written permission to sign this joint motion from all parties whose signatures are indicated by a conformed signature (s) within this e-filed document.

/s/ Andrew W. Stern

## ORDER

PURSUANT TO THE PARTIES' STIPULATION, IT IS SO ORDERED.

DATED: 1/31/12

The Honorable Saundra Brown Armstrong  
United States District Court